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# HELM

## FINANCIAL CORPORATION

Via USPS Priority Mail

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423-0001

505 Sansome Street, Suite 1800  
415.388.4510  
FAX 415.388.4910  
www.stb.com

July 3, 2007



**RE: PARTIAL TERMINATION OF SECURITY INTEREST** ("Partial Termination") dated as of June 25, 2007, and made by **CREDIT SUISSE**, as the Collateral Agent for the Secured Parties for the benefit of **ORIENT EXPRESS ACQUISITION COMPANY**, a California corporation; **LONG HAUL HOLDING CORP.**, a Delaware corporation; **HELM FINANCIAL CORPORATION**, a California corporation ("**Helm**"); and the Subsidiary Loan Party **HELM LOCOMOTIVE LEASING CORPORATION**.

Dear Mr. Williams:

On behalf of Helm, I submit for filing and recordation under 49 U.S.C. Section 11303(a) and the regulations promulgated there under the following document:

Three (3) fully executed original copies of the above referenced Partial Termination.

In connection with the recording of this Partial Termination, please note the following information:

**Name and Address for Helm:**

Helm Financial Corporation  
505 Sansome Street, Suite 1800  
San Francisco, CA 94111

**Name and Address for Credit Suisse:** Credit Suisse First Boston LLC  
11 Madison Avenue  
New York, NY 10010-3629

**Equipment:** 120, 100-ton (263K), 4,200 cubic foot capacity, steel "tie gon" railcars built by FMC in 1979-1980 and modified for tie service in 2003. Reporting Mark Series: HLMX 147009-147200 not inclusive.

Please record this Partial Termination as a supplement agreement to STB Recordation No. 25701 filed on July 8, 2005 at 3:20 p.m. Helm's check covering the \$35.00 filing fee is enclosed.

**Summary: PARTIAL TERMINATION OF SECURITY INTEREST** dated as of June 25, 2007, and made by **CREDIT SUISSE**, as the Collateral Agent for the Secured Parties for the benefit of **ORIENT EXPRESS ACQUISITION COMPANY**, a California corporation; **LONG HAUL HOLDING CORP.**, a Delaware corporation; **HELM FINANCIAL CORPORATION**, a California corporation; and the Subsidiary Loan Party **HELM LOCOMOTIVE LEASING CORPORATION**, for the 120, 100-ton (263K), 4,200 cfc, steel "tie gon" railcars built by FMC in 1979-1980 and modified for tie service in 2003. Reporting Mark Series: HLMX 147009-147200 n.i., to be filed as a supplemental agreement to **STB Recordation No. 25701**.

Yours truly,

Cecilia Mostaghim  
Contract Administrator

Enclosures (3)

PARTIAL TERMINATION OF  
SECURITY INTEREST

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## SURFACE TRANSPORTATION BOARD

**THIS PARTIAL TERMINATION OF SECURITY INTEREST ("Partial Termination")** is dated as of June 13, 2007, and is made by **CREDIT SUISSE ("Credit Suisse")**, as the Collateral Agent ("**Collateral Agent**") for the Secured Parties (as defined in the GCIA described below), for the benefit of **ORIENT EXPRESS ACQUISITION COMPANY**, a California corporation ("**MergerCo**"); **LONG HAUL HOLDING CORP.**, a Delaware corporation ("**Holdings**"); **HELM FINANCIAL CORPORATION**, a California corporation ("**HFC**"); and the Subsidiary Loan Party **HELM LOCOMOTIVE LEASING CORPORATION** (collectively, together with MergerCo, Holdings and the Borrowers, the "**Loan Parties**").

1. **Recitals.** HFC owns the rail equipment bearing the Association of American Railroads reporting marks and numbers as described in Exhibit A attached hereto (the "**Units**"). HFC has granted to the Collateral Agent a security interest in substantially all of its assets now owned or hereafter acquired, upon the terms and conditions provided in that certain Memorandum of Guarantee and Collateral and Intercreditor Agreement dated as of July 8, 2005, between the Loan Parties and the Collateral Agent (the "**Memorandum**"), as filed with the Surface Transportation Board of the Department of Transportation ("**STB**") on July 8, 2005 at 3:20 p.m. under Recordation No. 25701. The Memorandum was executed in connection with that certain Guarantee and Collateral and Intercreditor Agreement (the "**GCIA**") dated as of July 8, 2005, among the Loan Parties, the Collateral Agent, Credit Suisse, as TLB/RC Agent (as defined therein) and Credit Suisse, as TLC Agent (as defined therein).

HFC intends to sell the Units to a third party (the "**Sale**") and desires that such Sale shall be free and clear of any lien or security interest of the Collateral Agent. Accordingly, HFC requests the Collateral Agent to terminate the lien and security interest in the Units created by the Memorandum and the GCIA.

2. **Representation.** HFC hereby represents and warrants to the Collateral Agent that the Sale and the application of the proceeds thereof comply with the terms of the GCIA and each of the Credit Agreements (as defined in GCIA).

3. **Partial Release and Termination.** The Collateral Agent hereby forever releases any and all liens and security interests in the Units granted to it under the Memorandum and the GCIA. All such liens and security interests in the Units shall be forever terminated and shall be null and void upon the filing of this Partial Termination with the STB. The release of liens and security interests hereunder is made without recourse to, or representation or warranty by, the Collateral Agent.

This Partial Termination shall have no effect on the Collateral Agent's lien and security interest in any Collateral other than the Units, and said lien and security interest in such other Collateral is hereby reaffirmed.

**IN WITNESS WHEREOF**, pursuant to due authority, the Collateral Agent has executed this Partial Termination of Security Interest as of the date first above written.

**CREDIT SUISSE, Cayman Islands Branch,**  
**as Administrative Agent and Collateral Agent.**

By:  \_\_\_\_\_

Print Name: **JAMES MORAN**  
**MANAGING DIRECTOR**

  
**NUPUR KUMAR**  
**ASSOCIATE**

Its: \_\_\_\_\_

STATE OF NEW YORK )  
 ) S.S.  
COUNTY OF NEW YORK )

On JUNE 13, 2007, before me, MARJORIE E. BULL, personally  
appeared JAMES MORAN - MDR & NUPUR KUMAR - ASSOC. of CREDIT SUISSE,  
Cayman Islands Branch.

X personally known to me -OR-

\_\_\_\_\_ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they  
executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the  
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

MARJORIE E. BULL  
Notary Public, State of New York  
No. 01BU6055282  
Qualified in New York County  
Commission Expires February 20, 2011

  
SIGNATURE OF THE NOTARY

[Notarial Seal]

# EXHIBIT A

**To the PARTIAL TERMINATION OF SECURITY INTEREST dated as of JUNE 13, 2007**

**Description of the Units:** 100-ton (263K), 4,200 cubic foot capacity, steel "tie gon" railcars built by FMC in 1979-1980. Cars have 11'-7" high sides, Barber S-2-HD snubbing and long travel constant contact side bearings. Modified for tie service in 2003.

#	Mark	Number	AAR Car Type Code	Old Mark	Old Number	Built Date	#	Mark	Number	AAR Car Type Code	Old Mark	Old Number	Built Date
1	HLMX	147009	M110	CCTX	1047	1979 / 10	61	HLMX	147133	M110	CCTX	1126	1980 / 03
2	HLMX	147011	M110	CCTX	1054	1979 / 10	62	HLMX	147134	M110	CCTX	1130	1980 / 03
3	HLMX	147033	M110	CCTX	1115	1979 / 11	63	HLMX	147135	M110	CCTX	1131	1980 / 03
4	HLMX	147034	M110	CCTX	1117	1980 / 03	64	HLMX	147136	M110	CCTX	1132	1980 / 03
5	HLMX	147035	M110	CCTX	1121	1980 / 03	65	HLMX	147137	M110	CCTX	1135	1980 / 03
6	HLMX	147036	M110	CCTX	1127	1980 / 03	66	HLMX	147138	M110	CCTX	1138	1980 / 03
7	HLMX	147037	M110	CCTX	1128	1980 / 03	67	HLMX	147139	M110	CCTX	1142	1980 / 03
8	HLMX	147038	M110	CCTX	1129	1980 / 03	68	HLMX	147140	M110	CCTX	1144	1980 / 03
9	HLMX	147039	M110	CCTX	1134	1980 / 03	69	HLMX	147141	M110	CCTX	1149	1980 / 03
10	HLMX	147040	M110	CCTX	1136	1980 / 03	70	HLMX	147143	M110	CCTX	1155	1980 / 03
11	HLMX	147041	M110	CCTX	1140	1980 / 03	71	HLMX	147144	M110	CCTX	1158	1980 / 03
12	HLMX	147042	M110	CCTX	1141	1980 / 03	72	HLMX	147145	M110	CCTX	1164	1980 / 03
13	HLMX	147043	M110	CCTX	1145	1980 / 03	73	HLMX	147147	M110	CCTX	1173	1980 / 03
14	HLMX	147045	M110	CCTX	1151	1980 / 03	74	HLMX	147148	M110	CCTX	1174	1980 / 03
15	HLMX	147048	M110	CCTX	1160	1980 / 03	75	HLMX	147149	M110	CCTX	1177	1980 / 03
16	HLMX	147049	M110	CCTX	1161	1980 / 03	76	HLMX	147150	M110	CCTX	1179	1980 / 03
17	HLMX	147050	M110	CCTX	1166	1980 / 03	77	HLMX	147151	M110	CCTX	1183	1980 / 03
18	HLMX	147051	M110	CCTX	1170	1980 / 03	78	HLMX	147153	M110	CCTX	1189	1980 / 03
19	HLMX	147053	M110	CCTX	1176	1980 / 03	79	HLMX	147154	M110	CCTX	1190	1980 / 03
20	HLMX	147054	M110	CCTX	1180	1980 / 03	80	HLMX	147155	M110	CCTX	1192	1980 / 03
21	HLMX	147055	M110	CCTX	1182	1980 / 03	81	HLMX	147156	M110	CCTX	1195	1980 / 03
22	HLMX	147056	M110	CCTX	1184	1980 / 03	82	HLMX	147158	M110	CCTX	1210	1980 / 03
23	HLMX	147057	M110	CCTX	1187	1980 / 03	83	HLMX	147159	M110	CCTX	1214	1980 / 03
24	HLMX	147058	M110	CCTX	1199	1980 / 03	84	HLMX	147160	M110	CCTX	1216	1980 / 03
25	HLMX	147059	M110	CCTX	1205	1980 / 03	85	HLMX	147161	M110	CCTX	1219	1980 / 03
26	HLMX	147060	M110	CCTX	1208	1980 / 03	86	HLMX	147162	M110	CCTX	1221	1980 / 03
27	HLMX	147061	M110	CCTX	1212	1980 / 03	87	HLMX	147164	M110	CCTX	1223	1980 / 03
28	HLMX	147062	M110	CCTX	1215	1980 / 03	88	HLMX	147165	M110	CCTX	1224	1980 / 03
29	HLMX	147063	M110	CCTX	1220	1980 / 03	89	HLMX	147166	M110	CCTX	1225	1980 / 03
30	HLMX	147064	M110	CCTX	1228	1980 / 03	90	HLMX	147167	M110	CCTX	1226	1980 / 03
31	HLMX	147065	M110	CCTX	1230	1980 / 03	91	HLMX	147168	M110	CCTX	1232	1980 / 03
32	HLMX	147067	M110	CCTX	1235	1980 / 03	92	HLMX	147169	M110	CCTX	1233	1980 / 03
33	HLMX	147068	M110	CCTX	1241	1980 / 03	93	HLMX	147170	M110	CCTX	1236	1980 / 03
34	HLMX	147069	M110	CCTX	1242	1980 / 03	94	HLMX	147171	M110	CCTX	1237	1980 / 03
35	HLMX	147070	M110	CCTX	1250	1980 / 03	95	HLMX	147172	M110	CCTX	1238	1980 / 03
36	HLMX	147071	M110	CCTX	1251	1980 / 03	96	HLMX	147173	M110	CCTX	1239	1980 / 03
37	HLMX	147073	M110	CCTX	1259	1980 / 03	97	HLMX	147174	M110	CCTX	1245	1980 / 03
38	HLMX	147074	M110	CCTX	1265	1980 / 04	98	HLMX	147175	M110	CCTX	1247	1980 / 03
39	HLMX	147075	M110	CCTX	1269	1980 / 04	99	HLMX	147177	M110	CCTX	1258	1980 / 03
40	HLMX	147076	M110	CCTX	1271	1980 / 04	100	HLMX	147178	M110	CCTX	1260	1980 / 03
41	HLMX	147078	M110	CCTX	1275	1980 / 04	101	HLMX	147179	M110	CCTX	1262	1980 / 03
42	HLMX	147079	M110	CCTX	1278	1980 / 04	102	HLMX	147181	M110	CCTX	1267	1980 / 04
43	HLMX	147080	M110	CCTX	1285	1980 / 04	103	HLMX	147182	M110	CCTX	1272	1980 / 04
44	HLMX	147082	M110	CCTX	1294	1980 / 04	104	HLMX	147183	M110	CCTX	1276	1980 / 04
45	HLMX	147083	M110	CCTX	1299	1980 / 04	105	HLMX	147184	M110	CCTX	1279	1980 / 04
46	HLMX	147084	M110	CCTX	1306	1980 / 04	106	HLMX	147185	M110	CCTX	1280	1980 / 04
47	HLMX	147085	M110	CCTX	1312	1980 / 04	107	HLMX	147186	M110	CCTX	1287	1980 / 04
48	HLMX	147086	M110	CCTX	1315	1980 / 04	108	HLMX	147187	M110	CCTX	1288	1980 / 04
49	HLMX	147087	M110	CCTX	1316	1980 / 04	109	HLMX	147188	M110	CCTX	1290	1980 / 04
50	HLMX	147088	M110	CCTX	1317	1980 / 04	110	HLMX	147189	M110	CCTX	1291	1980 / 04
51	HLMX	147089	M110	CCTX	1319	1980 / 04	111	HLMX	147190	M110	CCTX	1293	1980 / 04
52	HLMX	147091	M110	CCTX	1321	1980 / 04	112	HLMX	147192	M110	CCTX	1298	1980 / 04
53	HLMX	147092	M110	CCTX	1323	1980 / 04	113	HLMX	147193	M110	CCTX	1307	1980 / 04
54	HLMX	147093	M110	CCTX	1330	1980 / 04	114	HLMX	147194	M110	CCTX	1308	1980 / 04
55	HLMX	147094	M110	CCTX	1333	1980 / 04	115	HLMX	147195	M110	CCTX	1313	1980 / 04
56	HLMX	147095	M110	CCTX	1334	1980 / 04	116	HLMX	147196	M110	CCTX	1324	1980 / 04
57	HLMX	147096	M110	CCTX	1336	1980 / 04	117	HLMX	147197	M110	CCTX	1327	1980 / 04
58	HLMX	147129	M110	CCTX	1119	1980 / 03	118	HLMX	147198	M110	CCTX	1337	1980 / 04
59	HLMX	147130	M110	CCTX	1122	1980 / 03	119	HLMX	147199	M110	CCTX	1342	1980 / 04
60	HLMX	147131	M110	CCTX	1123	1980 / 03	120	HLMX	147200	M110	CCTX	1343	1980 / 04